

g doc

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

0100069026

VIA AIR COURIER

December 15, 1993

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18520
RECORDED TO FILED MS
DEC 17 1993 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of July 30, 1993 between the following parties:

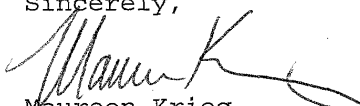
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Canadian Pacific Limited Room 100, Windsor Station P.O. Box 6042, Station A Montreal, Quebec H3C 3E4

The equipment involved in this transaction is as follows:

Equipment: Nine (9) SD40-2 locomotives (See Schedule A for Car Numbers)

Please file this agreement as a primary document. The filing fee of \$18.00 is included in the enclosed check.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

LICENSING BRANCH

DEC 17 1993

RECEIVED
FEB 1 1994
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

18520
DEC 17 1993 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of July 30, 1993 is intended to evidence the Locomotive Lease Agreement, dated as of July 30, 1993 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CANADIAN PACIFIC LIMITED, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the nine (9) locomotives, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Title: President

Date: August 18, 1993

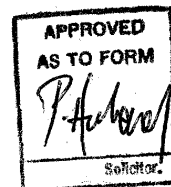
LESSEE

CANADIAN PACIFIC LIMITED

By: 

Title: Director Operations Services

Date: August 6, 1993



SCHEDULE A

**To the Memorandum of Lease of Railroad Equipment
between Helm Financial Corporation and Canadian Pacific Limited**

Dated July 30, 1993

GROUP A UNITS

Equipment Description:

Six (6) SD40-2 locomotives

Unit Numbers:

HLCX 6366
HLCX 6367
HLCX 6368
HLCX 6369
HLCX 6370
HLCX 6388

GROUP B UNITS

Equipment Description:

Three (3) SD40 locomotives

Unit Numbers:

HLCX 3006
HLCX 3066
HLCX 3120

STATE OF CALIFORNIA

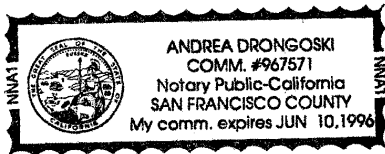
COUNTY OF SAN FRANCISCO

On August 18, 1993, before me, Andrea Drongoski
personally appeared Richard C. Kirchner, President of **HELM**
FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed
the same in his/her/their authorized capacity (ies), and that
by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.



Andrea Drongoski
SIGNATURE OF THE NOTARY

PROVINCE OF QUEBEC)
CITY OF MONTREAL) S

On this 16th day of August, 1993, before me personally
appeared J. J. Fletcher, to me personally known,
who, being by me duly sworn, says that he is Director Operations Services
of **CANADIAN PACIFIC LIMITED**, that said instrument was signed and
sealed on behalf of said corporation by authority of its President
and Directors and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Pradeep Chhabra
Notary Public

My Commission ~~Expires~~ is FOR LIFE

[Notarial Seal]

Interstate Commerce Commission

Washington, D.C. 20423

12/17/93

OFFICE OF THE SECRETARY

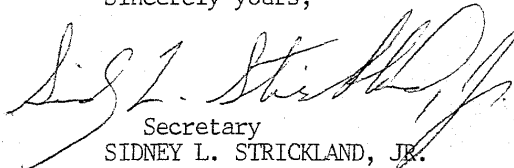
Maureen Krieg
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/93 at 11:40AM, and assigned recordation number(s). 18520, 18521, 18522, 17782-A, 18289-A, 18038-D,

16168-UU and 16168-VV.

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

21400